

**DAMON R. TALLEY, P.S.C.**

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**DAMON R. TALLEY**

**ATTORNEY AT LAW**

November 8, 2005

Ms. Beth O'Donnell  
Executive Director  
Public Service Commission  
P.O. Box 615  
Frankfort, KY 40602

**RECEIVED**

NOV 08 2005

PUBLIC SERVICE  
COMMISSION

RE: Case No. 2005- 00433  
Transfer Application  
Proposed Transfer of Stock from  
Nuon Global Solutions USA BV to  
Hydro Star, LLC

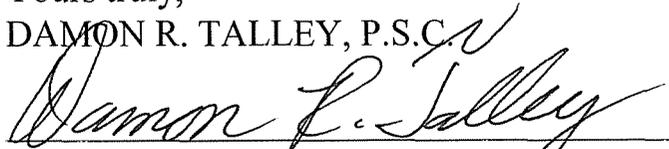
Dear Ms. O'Donnell:

Enclosed for filing are 11 copies of the Articles of Incorporation of Nuon Global Solutions USA, Inc., as certified by the Secretary of State of Delaware. There are no amendments to the Articles of Incorporation.

These Articles of Incorporation should correct the filing deficiency outlined in your October 28, 2005 letter. If you need any additional information, however, please let me know.

Yours truly,

DAMON R. TALLEY, P.S.C.



DAMON R. TALLEY, ATTORNEY FOR  
JOINT APPLICANTS

DRT:ms

Enclosures

cc: David Spenard, Attorney General's Office

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "NUON GLOBAL SOLUTIONS USA INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2004, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4274412

DATE: 11-03-05

**CERTIFICATE OF INCORPORATION**  
**OF**  
**NUON GLOBAL SOLUTIONS USA INC.**  
**A Delaware corporation**

Nuon Global Solutions USA Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST. The name of the Corporation is Nuon Global Solutions USA Inc.

SECOND. The address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD. The nature of the business or purpose to be conducted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 1000, and the par value of each of such shares is \$0.01, amounting in the aggregate to \$10.

FIFTH. The Corporation is to have perpetual existence.

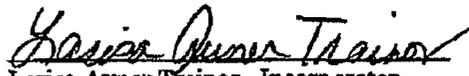
SIXTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

SEVENTH. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

EIGHTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its

stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of Delaware is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended. Any repeal or modification of this Article NINTH by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

  
Larisa Avner Trainor, Incorporator

Fried, Frank, Harris, Shriver & Jacobson  
1001 Pennsylvania Ave, N.W., Suite 800  
Washington, D.C. 20004

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:07 PM 10/22/2004  
FILED 03:00 PM 10/22/2004  
SRV 040764637 - 3500359 FILE

**CERTIFICATE OF CHANGE OF REGISTERED AGENT  
AND  
REGISTERED OFFICE**

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**NUON GLOBAL SOLUTIONS USA INC.**

\_\_\_\_\_, a corporation organized  
and existing under and by virtue of the General Corporation Law of the State of  
Delaware

**DOES HEREBY CERTIFY:**

That the registered office of the corporation in the state of Delaware is  
hereby changed to Corporation Trust Center, 1209 Orange Street, in the City of  
Wilmington, County of New Castle.

That the registered agent of the corporation is hereby changed to THE  
CORPORATION TRUST COMPANY, the business address of which is identical  
to the aforementioned registered office as changed.

That the changes in the registered office and registered agent of the  
corporation as set forth herein were duly authorized by resolution of the Board of  
Directors of the corporation.

IN WITNESS WHEREOF, the corporation has caused this Certificate to be  
signed by an authorized officer, this 21st day of October,  
2004.



Lawrence Schumacher

Treasurer & Secretary

(Title)